

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
ENDICOTT PIPELINE
ADL 410562**

This Amendment of the RIGHT-OF-WAY LEASE FOR THE ENDICOTT PIPELINE, ADL 410562, which was originally recorded in the Barrow Recording District on August 28, 1986, in Book 47, Pages 28-97, is hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 25 day of January, 2010, by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501, acting through the Commissioner of Natural Resources, hereinafter referred to as COMMISSIONER, and Endicott Pipeline Company whose mailing address is P.O. Box 190848, Anchorage, Alaska 99519-0848, hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing RIGHT-OF-WAY LEASE FOR THE ENDICOTT PIPELINE, ADL 410562, to add approximately 1.18 acres, more or less, of state land. The acreage adds two areas to the existing pipeline right-of-way. The additional acres of state are located northeast of Deadhorse, Alaska, in the Prudhoe Bay Oil and Gas Unit near Flow Station (FS) 2, described within: Section 33, Township 11 North, Range 15 East, Umiat Meridian.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY LEASE FOR THE ENDICOTT PIPELINE, ADL 410562, EXHIBIT B, DESCRIPTION OF PIPELINE RIGHT-OF-WAY ROUTE, to include the legal description described below:

Record of Survey of the Endicott Pipeline Right-of-Way, ADL 410562, EPF 20080040, containing 1.18 acres, more or less, as recorded in the Barrow Recording District as Document Number 2009-000037, Plat 2009-2, on January 29, 2009.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE ENDICOTT PIPELINE, ADL 410562. Except as expressly amended hereby all terms, covenants and conditions of the RIGHT-OF-WAY LEASE FOR THE ENDICOTT PIPELINE, ADL 410562, shall remain in full force and effect.

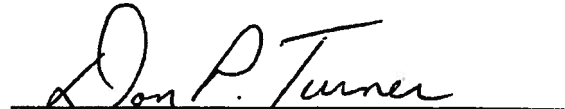
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signatures to duplicate originals of this AMENDMENT on or before the date first above written.

STATE OF ALASKA

LESSEE



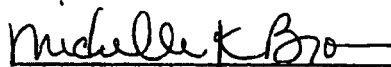
Thomas E. Irwin
Commissioner
Department of Natural Resources



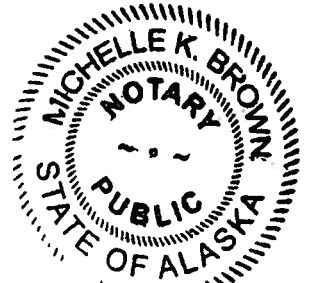
By: DON P. TURNER
Title: VP, BPTA
Endicott Pipeline Company

STATE OF ALASKA)
) SS.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 4th day of January, 2010, before me, personally appeared DON P. TURNER, who executed the foregoing document as an authorized representative of the Endicott Pipeline Company and acknowledged voluntarily signing the same.



Notary Public in and for the State of Alaska
My Commission expires 7-9-2011



STATE OF ALASKA)
) SS.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 25th day of January, 2010,
before me, personally appeared Thomas E. Irwin, the Commissioner of the Department of
Natural Resources of the State of Alaska, who executed the foregoing document and
acknowledged voluntarily signing the same.

MARY KAY RYCKMAN
COMM. #113030
Notary Public - State of Alaska
My Comm. Expires "with office"

Mary Kay Ryckman
Notary Public in and for the State of Alaska
My Commission expires with office